

**REGISTER & COMPANY, P.A.**  
CERTIFIED PUBLIC ACCOUNTANTS

J01413

MEMBERS:  
AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS  
FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

ALHAMBRA INTERNATIONAL CENTER  
255 ALHAMBRA CIRCLE • SUITE 550  
CORAL GABLES, FLORIDA 33134  
TEL. (305) 443-7200 / (800) 443-7201  
FAX (305) 444-6143

December 27, 1996

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-01/03/97--01092--007  
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-01/03/97--01092--008  
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Re: Articles of Dissolution of Steward And Skinner, Inc.,  
Architects

Dear Sir/Madam:

We are submitting to you for filing the enclosed Articles of  
Dissolution Pursuant to §607.1403 of the Florida Business  
Corporation Act of Steward And Skinner, Inc., Architects, along  
with two checks, payable to the Division of Corporations, in the  
amount of \$17.50 each and totaling \$35.00 for the filing fee.

Also enclosed is a copy of the Articles of Dissolution. Please  
stamp the copy with the date of filing of the original Articles  
and return the stamped copy to:

Steward And Skinner, Inc., Architects  
c/o Register & Company, P.A.  
255 Alhambra Circle, Suite 550  
Coral Gables, Florida 33134

A preaddressed return envelope is enclosed for your convenience

Sincerely yours,

*G. Troy Register, III*

G. Troy Register, III

Enclosures

VS JAN 14 1997

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FILED  
97 JAN -2 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION PURSUANT TO §607.1403 OF  
THE FLORIDA BUSINESS CORPORATION ACT  
OF  
STEWARD AND SKINNER, INC., ARCHITECTS

FILED  
97 JAN -2 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

To: Department of State  
Tallahassee, Florida 32314

Date Paid \_\_\_\_\_  
Filing Fee \$35.00

Pursuant to the provisions of §607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is: STEWARD AND SKINNER, INC., ARCHITECTS

2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
David E. Lair	President	4538 S.W. 71st Avenue Miami, FL 33155
Jerry B. Steward	Treasurer	2525 Bay Avenue Sunset Island #2 Miami Beach, FL 33140
Harold D. Steward, Jr.	Secretary	2500 Sunset Drive Sunset Island #2 Miami Beach, FL 33140

3. The names and respective addresses of the directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
David E. Lair	4538 S.W. 71st Avenue Miami, FL 33155
Jerry B. Steward	2525 Bay Avenue Sunset Island #2 Miami Beach, FL 33140
Harold D. Steward, Jr.	2500 Sunset Drive Sunset Island #2 Miami Beach, FL 33140

4. Dissolution was authorized with an effective date of December 31, 1996.

5. All liabilities and obligations of the corporation have been paid or discharged or have been adequately provided for.

6. All of the property and assets of the corporation remaining after the payment of all debts, obligations and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.

7. There are no actions pending against the corporation in any court.

8. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation. A copy of the written consent is attached to these articles.

Dated: December 27, 1996

STEWARD AND SKINNER, INC., ARCHITECTS

By:



Harold D. Steward, Jr.  
Secretary

STATE OF FLORIDA  
COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 27 day of December, 1996, by HAROLD D. STEWARD, JR., as Secretary of STEWARD AND SKINNER, INC., ARCHITECTS, a Florida corporation, and who is personally known to me or who has produced FL Drivers Lic # S 363-344-26-189-0 as identification and who did (did not) take an oath.

  
Notary Public

My commission expires:

Printed, typed or stamped name:

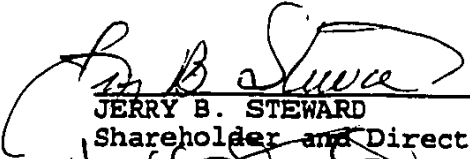


UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS  
TO VOLUNTARY LIQUIDATION AND DISSOLUTION OF  
STEWARD AND SKINNER, INC., ARCHITECTS

We, the undersigned, being all of the shareholders and/or directors of STEWARD AND SKINNER, INC., ARCHITECTS, a Florida corporation, do hereby consent to the voluntary liquidation and dissolution of the corporation, as of December 31, 1996, and authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.


Further, we do hereby adopt the attached Plan of Complete Liquidation and Dissolution and do hereby authorize and direct the appropriate officers of the corporation to execute and file IRS Form 966, and all other returns, documents and information required to be filed by reason of the complete liquidation of the corporation pursuant to the attached plan.

In assent to the above, each of the undersigned stockholders and/or directors has signed his or her name and dated the signing opposite the number of shares of the corporation held by him or her of record on such date.

  
JERRY B. STEWARD  
Shareholder and Director

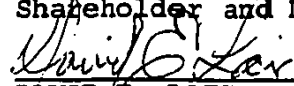
12/27/96  
Date

450  
No. of Shares

  
HAROLD D. STEWARD, SR.  
Shareholder and Director

12/27/96  
Date

450  
No. of Shares

  
DAVID E. LAIR  
Director

12/27/96  
Date

-0-  
No. of Shares